

**FORM A**

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER  
WITH A DOMESTIC INSURER**

Filed with the Office of the Commissioner of Insurance,  
State of Wisconsin

**WISCONSIN PHYSICIANS SERVICE INSURANCE CORPORATION  
THE EPIC LIFE INSURANCE COMPANY  
WPS HEALTH PLAN, INC.**

by

**WPS HOLDINGS, INC.**

Dated September 6, 2023

Name, title, address and telephone number of individual to whom notices and correspondence  
concerning this statement should be addressed:

Frank Gumina  
Chief Legal and Administrative Officer  
WPS Health Solutions  
1717 West Broadway  
Madison, Wisconsin 53713  
(414) 587-6533  
Frank.Gumina@wpsic.com

*With a copy to:*

Morgan J. Tilleman  
Foley & Lardner LLP  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
(414) 297-5871  
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## ITEM 1. INSURER AND METHOD OF ACQUISITION

The names of the domestic insurers to which this application (this “**Form A**”) relates are: Wisconsin Physicians Service Insurance Corporation (“**WPSIC**”); The EPIC Life Insurance Company (“**EPIC**”); and WPS Health Plan, Inc. (“**WHP**” and together with WPSIC and EPIC, the “**Domestic Insurers**”). The address of each of the Domestic Insurers is 1717 West Broadway, Madison, Wisconsin 53713. WPSIC currently directly owns 100% of the issued and outstanding shares of the capital stock of EPIC and WHP, each of which are organized under Chapters 611 and 180 of the Wisconsin Statutes. WPSIC is organized under Chapter 613 and 181 of the Wisconsin Statutes, and currently does not, and is not authorized by its organizational documents to, have a member.

The predecessor to WPSIC was established by the Wisconsin State Medical Society in 1946 to market and administer a non-profit sickness plan. In 1975, the Wisconsin legislature passed a law requiring that service insurance corporations be legally separate from their parent professional society. Accordingly, WPSIC was incorporated and commenced insurance business in 1977. In the course of its business since incorporation, WPSIC developed alternate health delivery plans, including group health incentive plans, HMO plans, and PPO plans. In 1984, WPSIC organized EPIC as a wholly-owned subsidiary to sell and administer life and disability insurance. In 2005 WPSIC formed WHP as a wholly-owned subsidiary to sell HMO and Point-of-Service (POS) plans. WPSIC currently issues traditional health insurance policies for individuals, small groups and large groups, provides claims administration services for self-insured employers, and offers Medicare Supplement (i.e., Medigap) insurance.

In addition to serving health insurance customers, WPSIC also processes claims for the federal government and its contractors. WPSIC currently holds the TRICARE Medicare Eligible Program (TEMP) contract with the Defense Health Agency of the US Department of Defense and provides claims processing and administrative services as a subcontractor for the TRICARE Overseas Program and the TRICARE Managed Care Support contract for the East Region. In addition, WPSIC has processed Medicare claims since the launch of the Federal Medicare program in 1966. WPSIC is currently the A/B Medicare Administrative Contractor for CMS Jurisdictions 5 and 8. Finally, WPSIC has served the State of Wisconsin Department of Health Services as a third party administrator for several programs including Family Care, Children’s Long-Term Support and the Include, Respect, I Self-Direct (IRIS) Program.

The acquiring party in this transaction is WPS Holdings, Inc. (“**Holdings**” or the “**Applicant**”), a Wisconsin non-stock corporation to be formed pursuant to Chapter 181 of the Wisconsin Statutes.

Subject to, among other things, the receipt of all required regulatory approvals, including the approval of this Form A by the Wisconsin Office of the Commissioner of Insurance (the “**Commissioner**”), WPSIC will undertake a series of steps to reorganize itself as the direct subsidiary of a new non-stock corporation parent (the “**Restructuring**”). A summary of the steps to be taken in the Restructuring is provided below.

- i. Prior to or simultaneously with the effectiveness of the Restructuring, WPSIC will cause the incorporation of Holdings pursuant to Chapter 181 of the Wisconsin Statutes. The Articles of Incorporation and Bylaws of Holdings shall be substantially in the forms of **Exhibits 1.1** and **1.2**, respectively.
- ii. WPSIC will amend and restate its Articles of Incorporation and Bylaws to permit a sole member, and to designate Holdings as such sole member.
- iii. WPSIC will pay the Distribution to Holdings (as defined below).

When Holdings is organized by WPSIC as described above, its initial board of directors will consist of the same persons currently serving on the board of directors of WPSIC (and such persons will continue to serve on the board of directors of WPSIC after the consummation of the Restructuring). Additional information regarding each such person is provided in Item 3, below. The board of directors of Holdings will nominate and elect directors on a going-forward basis on substantially the same basis as the board of directors of WPSIC does today.

It is anticipated that the Restructuring will take place on or shortly after 1/1/2024, subject to the approval of this Form A by the Commissioner and any other regulatory approvals necessitated by the Restructuring. This statement is submitted for the purpose of obtaining the approval of the Commissioner pursuant to Section 611.72 of the Wisconsin Statutes and the applicable provisions of the Wisconsin Administrative Code.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT**

### **(a) The Applicant**

The name and address of the Applicant (after it is organized) will be as follows:

WPS Holdings, Inc.  
1717 West Broadway  
Madison, Wisconsin 53713

### **(b) The Applicant's Business Operations**

Once it is organized by WPSIC and the Restructuring is consummated, Holdings' business operations will consist only of being the sole member of WPSIC and engaging in other holding company activities. Holdings will be a Wisconsin non-stock corporation organized under Chapter 181 of the Wisconsin Statutes.

### **(c) Organization Chart**

The chart attached hereto as Exhibit 2(c)(i) lists the present identities of, and inter-relationships among, the Domestic Insurers and all of their affiliates. The chart attached hereto as Exhibit 2(c)(ii) shows the organizational structure of the Applicant and the Domestic Insurers, and their respective affiliates, as it will exist after the Restructuring. In Exhibit 2(c)(ii), Holdings controls WPSIC by virtue of being its sole member; all other

entities are controlled through the ownership of 100% of the stock or other equity interests. These charts indicate type of organization and state or other jurisdiction of domicile of each person that is owned or controlled by the Applicants, the Domestic Insurers or by any such person. There are no court proceedings involving a reorganization or liquidation pending with respect to any such person.

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT**

**Identity of Officers and Directors**

Below are the names and titles of the persons who will be the directors and officers of the Applicant at the effective date of the Restructuring.

**Directors**

<b>Name</b>	<b>Title</b>
Stephen Michael Skoronski	Director and Chair
Wendy Jean Perkins	Director, President and Chief Executive Officer
Brad Evans Anderson	Director and Vice Chair
Thomas George Belot	Director
Teri Lea Bruns	Director
Kristine Ann Euclide	Director
William Harrison Haight III	Director
Christine Spitaels Hunter, M.D.	Director
Nick Mastronardi, Ph.D.	Director
John Aaron Matthews	Director
Kim Marie Sponem	Director
William Winkenwerder Jr., M.D.	Director
Kaleth Omra Wright	Director

## Officers

Name	Title
Wendy Jean Perkins	Director, President and Chief Executive Officer
Vicki Marie Bernards	Chief Financial Officer and Treasurer
Michael Peter Brower	Chief Government Officer
Aaron Verdell Call	Chief Information Security Officer
Victoria Warren Cobb	Vice President, Internal Audit and Compliance
Sandra Gail Gardner	Chief Product Officer
Frank Anthony Gumina	Chief Legal and Administrative Officer and Secretary
Moira Kathleen Klos	Chief People Officer
Rochelle Myers	Chief Growth Officer
Kimberly Kay Olson	Assistant Secretary
Thomas Coonan Spelsberg, Jr.	Vice President, Medicare Market Solutions

None of the persons identified above have been convicted of any crimes (other than traffic violations).

### Biographical Affidavits and Authority for Release of Information

Biographical Affidavits and related releases for each of the persons identified above are being provided to the Commissioner under separate cover as **Exhibit 3**.

#### ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- (a) Other than a distribution (the “**Distribution**”) to be made by WPSIC to Holdings at or prior to the effective date of the Restructuring in order to properly capitalize Holdings (as further described in Item 5), no consideration will be paid in connection with the Restructuring.
- (b) The amount of the Distribution was determined by WPSIC, the Applicant, and their advisors based on expected expenses of Holdings and other customary legal considerations regarding the proper capitalization of a Wisconsin non-stock corporation.

#### ITEM 5. FUTURE PLANS OF INSURER

A confidential business plan (the “**Business Plan**”) describing the purposes of the Restructuring and the Applicant’s plans for the business operations of the Domestic Insurers is being provided to the Commissioner under separate cover as **Exhibit 5**, subject to a request for confidential treatment. Other than as described in this Form A or in the Business Plan, the Applicant has no plans to declare an extraordinary dividend, to liquidate any of the Domestic Insurers, or to sell any of the Domestic Insurers’ assets to or merge them with any person or persons or to make any other material change in their business operations.

**ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

As a result of the Restructuring, the Applicant will become the sole member of WPSIC, and thereby will indirectly acquire 100% of the issued and outstanding shares of common stock of EPIC and WHP.

**ITEM 7. OWNERSHIP OF VOTING SECURITIES**

Other than as set forth in this Form A and the exhibits hereto, neither the Applicant nor any of its affiliates or any of the persons listed in Item 3 has a beneficial interest in, or the right to acquire a beneficial interest in, the voting securities of any of the Domestic Insurers.

**ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

Except as set forth in this Form A and the exhibits hereto, there are no contracts, arrangements or understandings directly or indirectly related to any voting securities of any of the Domestic Insurers to which the Applicant, its affiliates, or any person listed in Item 3 is a party, including but not limited to: transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits or the giving or withholding of proxies.

**ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

There have been no direct or indirect purchases of any voting securities of the Domestic Insurers by the Applicant, its affiliates or any person listed in Item 3 during the twelve calendar months preceding the filing of this Form A.

**ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

Except as set forth in this Form A and the exhibits hereto, neither the Applicant, its affiliates nor any person listed in Item 3, nor to the knowledge of the Applicant, any other person based upon interviews or at the suggestion of the Applicant, its affiliates nor any person listed in Item 3, has made any recommendations to others to acquire any shares of the voting securities of any of the Domestic Insurers during the twelve calendar months preceding the filing of this Form A.

**ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

There are no agreements, contracts or understandings with any broker-dealer as to the solicitation of voting securities of any of the Domestic Insurers for tender.

**ITEM 12. FINANCIAL STATEMENTS**

**(a)-(b)** As the Applicant is not yet organized, it does not have financial statements. After the Applicant is organized and the Restructuring is consummated, the Applicant will be a holding company whose activities will be limited to serving as sole member of WPSIC and as a holding company. Accordingly, audited financial statements for WPSIC for the

preceding five (5) fiscal years, and the corresponding certification of such financial statements by an independent public accountant, are attached to this Form A as **Exhibits 12.1-12.5**, as noted below. Additionally, a three-year financial projection for WPSIC is being provided under separate cover as **Exhibit 12.6**, subject to a request for confidential treatment.

<b>Financial Statement</b>	<b>Exhibit</b>
Wisconsin Physicians Service Insurance Corporation 2022 Fiscal Year Audited Consolidated Statutory Financial Statements	<b>12.1</b>
Wisconsin Physicians Service Insurance Corporation 2021 Fiscal Year Audited Consolidated Statutory Financial Statements	<b>12.2</b>
Wisconsin Physicians Service Insurance Corporation 2020 Fiscal Year Audited Consolidated Statutory Financial Statements	<b>12.3</b>
Wisconsin Physicians Service Insurance Corporation 2019 Fiscal Year Audited Consolidated Statutory Financial Statements	<b>12.4</b>
Wisconsin Physicians Service Insurance Corporation 2018 Fiscal Year Audited Consolidated Statutory Financial Statements	<b>12.5</b>

- (c) There have been no tender offers for, requests or invitation for, tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of any of the Domestic Insurers or additional soliciting material relating thereto. Additionally, there are no proposed employment, consultation, advisor or management contracts concerning any of the Domestic Insurers. Neither the Applicant nor any of the Domestic Insurers prepare annual reports to their stockholders.

**ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT**

The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the Restructuring occurs.

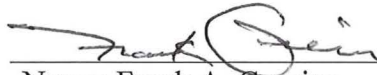
**ITEM 14. SIGNATURE AND CERTIFICATION**


**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Wisconsin Physicians Service Insurance Corporation has caused this application to be duly signed on its behalf in the city of Madison and county of Dane on the 6th day of September, 2023.

(SEAL)

**WISCONSIN PHYSICIANS SERVICE INSURANCE CORPORATION**

By:   
Name: Frank A. Gumina  
Title: Chief Legal and Administrative Officer  
and Secretary


Attest:   
Name: Vicki M. Bernards  
Title: Chief Financial Officer and Treasurer

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated September 6, 2023, for and on behalf of Wisconsin Physicians Service Insurance Corporation; that he is the Chief Legal and Administrative Officer and Secretary of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

  
Name: Frank A. Gumina

Subscribed and sworn to this 6th day of September, 2023.

Notary Public Jenny Ryan   
My commission expires on 04/06/2027.





## LIST OF FORM A EXHIBITS

Reference to Items Uploaded to  
Online Application for Change in Domestic Company Status

<b>Document</b>	<b>Form A Reference</b>	<b>Online Application Reference</b>
Proposed Articles of Incorporation of WPS Holdings, Inc.	Exhibit 1.1	Item 5
Proposed Bylaws of WPS Holdings, Inc.	Exhibit 1.2	Item 5
Proposed Amended & Restated Articles of Incorporation for WPSIC	Exhibit 1.3	Item 4
Proposed Amended & Restated Bylaws for WPSIC	Exhibit 1.4	Item 4
Current Organizational Structure	Exhibit 2(c)(i)	Item 15
Proposed Organizational Structure	Exhibit 2(c)(ii)	Item 15
Biographical Affidavits	Exhibit 3	Item 3
Business Plan	Exhibit 5	Item 12
Audited Financial Statements	12.1 – 12.5	Item 19 (Supporting Document)
Three-Year Financial Projections for WPSIC	12.6	Item 16